

EXHIBIT A
To Quarterly Application

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

| | | |
|------------------------------------|---|---|
| In re: |) | Chapter 11 |
| |) | |
| W.R. GRACE & CO., <i>et. al.</i> , |) | Case No. 01-01139 (KJC) |
| |) | (Jointly Administered) |
| Debtors. |) | |
| |) | Objection Deadline: December 16, 2013 @ 4:00 p.m. |
| |) | Hearing Date: Only if Objection is Timely Filed |

**FORTY-FOURTH MONTHLY APPLICATION OF SCARFONE HAWKINS LLP
AS SPECIAL COUNSEL FOR THE CANADIAN ZAI CLAIMANTS**

| | |
|--|--|
| Name of Applicant: | Scarfone Hawkins LLP |
| Authorized to Provide Professional Services to: | Canadian Zonolite Attic Insulation Claimants ("Canadian ZAI Claimants") |
| Date of Retention: | March 19, 2010 <i>nunc pro tunc</i> December 21, 2009 |
| Period for which compensation and reimbursement is sought: | October 1, 2013, through October 31, 2013 |
| Amount of compensation sought as actual, reasonable and necessary: | CDN \$ 3,203.75 |
| Amount of expense reimbursement (includes Harmonized Sales Tax of 13% ¹) sought as actual, reasonable and necessary: | CDN \$ 416.49 |

This Applicant's Forty-Fourth Monthly Application.

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¹ On July 1, 2010, the Harmonized Sales Tax (HST) took effect in Ontario and is applied to most purchases and transactions. The 13% HST replaces the federal goods and services tax (GST) and the provincial sales tax (PST).

Summary of Monthly Fee and Expense Invoice Statements for Compensation Period:

| Date Filed | Period Covered | Requested Fees (CDN \$) | Requested Expenses (CDN \$) | Paid Fees (CDN \$) | Paid Expenses (CDN \$) |
|---------------------------|---|--|-----------------------------|------------------------------|------------------------|
| 04/30/2010 Dkt. #24697 | December 21, 2009 - March 31, 2010 | \$ 98,678.75 Reduction -\$708.50 | \$ 10,399.55 | \$ 78,943.00 \$ 19,027.25 | \$ 10,399.55 |
| 06/01/2010 Dkt. #24878 | April 1, 2010 - April 30, 2010 | \$ 14,765.25 | \$ 812.67 | \$ 11,812.20 \$ 2,953.05 | \$ 812.67 |
| 06/30/2010 Dkt. #25015 | May 1, 2010 - May 31, 2010 | \$ 21,221.25 | \$ 3,327.71 | \$ 16,977.00 \$ 4,244.25 | \$ 3,327.71 |
| 07/28/2010 Dkt. #25127 | June 1, 2010 - June 30, 2010 | \$ 23,507.50 | \$ 2,994.15 | \$ 18,806.00 \$ 4,701.50 | \$ 2,994.15 |
| 08/31/2010 Dkt. #25297 | July 1, 2010 - July 31, 2010 | \$ 17,232.50 | \$ 2,259.90 | \$ 13,786.00 \$ 3,446.50 | \$ 2,259.90 |
| 09/29/2010 Dkt. #25497 | August 1, 2010 - August 31, 2010 | \$ 10,663.75 | \$ 1,403.95 | \$ 8,531.00 \$ 2,132.75 | \$ 1,403.95 |
| 10/29/2010 Dkt. #25666 | September 1, 2010 - September 30, 2010 | \$ 5,833.75 | \$ 2,153.94 | \$ 4,667.00 \$ 1,166.75 | \$ 2,153.94 |
| 12/03/2010 Dkt. #25858 | October 1, 2010 - October 31, 2010 | \$ 6,840.00 | \$ 897.99 | \$ 5,472.00 \$ 1,368.00 | \$ 897.99 |
| 01/05/2011 Dkt. #26018 | November 1, 2010 - November 30, 2010 | \$ 5,030.00 | \$ 653.90 | \$ 4,024.00 \$ 1,006.00 | \$ 653.90 |
| 01/28/2011 Dkt. #26132 | December 1, 2010 - December 31, 2010 | \$ 11,478.75 | \$ 1,513.55 | \$ 9,183.00 \$ 2,295.75 | \$ 1,513.55 |
| 03/08/2011 Dkt. #26512 | January 1, 2011 - January 31, 2011 | \$ 22,076.25 | \$ 4,516.93 | \$ 17,661.00 \$ 4,415.25 | \$ 4,516.93 |
| 04/01/2011 Dkt. #26700 | February 1, 2011 - February 28, 2011 | \$ 13,196.25 | \$ 2,535.34 | \$ 10,557.00 \$ 2,639.25 | \$ 2,535.34 |
| 05/12/2011 Dkt. #26925 | March 1, 2011 - March 31, 2011 | \$ 6,217.50 | \$ 808.28 | \$ 4,974.00 \$ 1,243.50 | \$ 808.28 |
| 06/10/2011 Dkt. #27068 | April 1, 2011 - April 30, 2011 | \$ 17,471.25 | \$ 2,475.77 | \$ 13,977.00 \$ 3,494.25 | \$ 2,475.77 |
| 06/30/2011 Dkt. #27196 | May 1, 2011 - May 31, 2011 | \$ 3,720.00 | \$ 493.40 | \$ 2,976.00 \$ 744.00 | \$ 493.40 |
| 08/04/2011 Dkt. #27374 | June 1, 2011 - June 30, 2011 | \$ 7,965.00 | \$ 1,067.51 | \$ 6,372.00 \$ 1,593.00 | \$ 1,067.51 |
| 08/31/2011 Dkt. #27534 | July 1, 2011 - July 31, 2011 | \$ 7,597.50 | \$ 989.49 | \$ 6,078.00 \$ 1,519.50 | \$ 989.49 |
| 10/04/2011 Dkt. #27716 | August 1, 2011 - August 31, 2011 | \$ 6,483.75 | \$ 851.59 | \$ 5,187.00 \$ 1,296.75 | \$ 851.59 |
| 11/14/2011 Dkt. #27939 | September 1, 2011 - September 30, 2011 | \$ 15,104.64 | \$ 4,604.40 | \$ 12,083.71 \$ 3,020.93 | \$ 4,604.40 |

**Summary of Monthly Fee and Expense Invoice Statements for Compensation Period
(Continued):**

| Date Filed | Period Covered | Requested Fees | Requested Expenses | Paid Fees | Paid Expenses |
|---------------------------|--|--|--------------------|----------------------------|---------------|
| 12/15/2011 Dkt. #28163 | October 1, 2011 – October 31, 2011 | \$ 3,735.00 Reduction- \$ 573.75 | \$ 2,705.74 | \$ 2,988.00 \$ 173.25 | \$ 2,705.74 |
| 01/25/2012 Dkt. #28414 | November 1, 2011- November 30, 2011 | \$ 3,450.00 Reduction- \$ 510.00 | \$ 448.50 | \$ 2,760.00 \$ 180.00 | \$ 448.50 |
| 2/21/2012 Dkt. #28556 | December 1, 2011- December 31, 2011 | \$ 2,598.75 Reduction- \$ 150.00 | \$ 337.84 | \$ 2,079.00 \$ 369.75 | 337.84 |
| 3/9/2012 Dkt. #28647 | January 1, 2012- January 31, 2012 | \$ 3,435.00 | \$ 449.79 | \$ 2,748.00 \$ 529.50 | \$ 449.79 |
| 4/17/2012 Dkt. #28788 | February 1, 2012- February 29, 2012 | \$ 7,451.25 | \$ 978.82 | \$ 5,961.00 \$ 1,496.25 | \$ 978.82 |
| 5/4/2012 Dkt. #28879 | March 1, 2012 – March 31, 2012 | \$ 4,796.25 | \$ 627.60 | \$ 3,837.00 \$ 730.50 | \$ 627.60 |
| 6/1/2012 Dkt. #29011 | April 1, 2012- April 30, 2012 | \$ 2,812.50 | \$ 368.23 | \$ 2,250.00 \$ 562.50 | 368.23 |
| 7/5/2012 Dkt. #29195 | May 1, 2012- May 31, 2012 | \$ 3,236.25 | \$ 420.71 | \$ 2,589.00 \$ 647.25 | 420.71 |
| 8/8/2012 Dkt. #29419 | June 1, 2012- June 30, 2012 | \$ 2,486.25 Reduction- \$ 183.75 | \$ 323.21 | \$ 1,989.00 \$ 313.50 | 323.21 |
| 9/5/2012 Dkt. #29578 | July 1, 2012- July 31, 2012 | \$ 3,603.75 | \$ 468.49 | \$ 2,883.00 \$ 720.75 | \$ 468.49 |
| 10/5/2012 Dkt. #29740 | August 1, 2012- August 31, 2012 | \$ 2,272.50 | \$ 295.43 | \$ 1,818.00 \$ 454.50 | \$ 295.43 |
| 10/26/2012 Dkt. #29819 | September 1, 2012- September 30, 2012 | \$ 1,867.50 | \$ 242.78 | \$ 1,494.00 \$ 373.50 | \$ 242.78 |
| 12/18/2012 Dkt. #30063 | October 1, 2012- October 31, 2012 | \$ 1,578.75 | \$ 205.24 | \$ 1,263.00 \$ 315.75 | \$ 205.24 |
| 1/18/2013 Dkt. #30168 | November 1, 2012- November 30, 2012 | \$ 2,130.00 | \$ 276.90 | \$ 1,704.00 \$ 426.00 | \$ 276.90 |
| 2/21/2013 Dkt. #30304 | December 1, 2012- December 31, 2012 | \$ 1,631.25 | \$ 215.00 | \$ 1,305.00 \$ 326.25 | \$ 215.00 |
| 3/19/2013 Dkt. #30414 | January 1, 2013- January 31, 2013 | \$ 1,740.00 | \$ 226.20 | \$ 1,392.00 \$ 348.00 | \$ 226.20 |
| 4/26/2013 Dkt. #30557 | February 1, 2013- February 28, 2013 | \$ 2,942.50 | \$ 382.53 | \$ 2,354.00 \$ 588.50 | \$ 382.53 |

| | | | | | |
|---------------------------|--|-------------|-----------|-------------------------|-----------|
| 5/24/2013 Dkt. #30669 | March 1, 2013- March 31, 2013 | \$ 1,737.50 | \$ 225.87 | \$ 1,390.00 \$347.50 | \$ 225.87 |
| 6/27/2013 Dkt. #30780 | April 1, 2013- April 30, 2013 | \$ 2,388.75 | \$ 313.46 | \$1,911.00 \$477.75 | \$313.46 |
| 7/26/2013 Dkt. #30880 | May 1, 2013- May 31, 2013 | \$2,493.75 | \$ 325.55 | \$1,995.00 \$498.75 | \$325.55 |
| 8/13/2013 Dkt. #30959 | June 1, 2013- June 30, 2013 | \$2,137.50 | \$277.88 | \$1,710.00 \$427.50 | \$277.88 |
| 9/23/2013 Dkt. #31153 | July 1, 2013- July 31, 2013 | \$3,060.00 | \$397.80 | \$2,448.00 \$612.00 | \$397.80 |
| 9/26/2013 Dkt. #31168 | August 1, 2013- August 31, 2013 | \$1,938.75 | \$252.04 | \$1,551.00 \$387.75 | \$252.04 |
| 10/29/2013 Dkt. #31275 | September 1, 2013- September 30, 2013 | \$2,226.25 | \$292.66 | Pending | Pending |

Fee Detail by Professional for the Period of October 1, 2013, through October 31, 2013:

| Name of Professional Person | Position of the Applicant, Number of Years in that Position, Year of Obtaining License to Practice | Hourly Billing Rate ² (including changes) | Total Billed Hours | Total Fees (CDN \$) |
|---|--|--|--------------------|---------------------|
| David Thompson | Partner, 25 Years; 1988 | \$575.00 | 5.05 | \$2,903.75 |
| Matthew G. Moloci | Partner, 15 Years; 1998 | \$475.00 | 0.00 | \$0.00 |
| Cindy Yates | Law Clerk, 31 Yrs. | \$150.00 ³ | 2.00 | \$ 300.00 |
| Grand Total | | | 7.05 | \$3,203.75 |
| Blended Rate | | | | \$454.43 |
| Blended Rate (excluding Law Clerk time) | | | | \$575.00 |

Monthly Compensation by Matter Description for the Period of October 1, 2013, through October 31, 2013:

| Project Category | Total Hours | Total Fees (CDN \$) |
|----------------------------------|-------------|---------------------|
| 04 - Case Administration | 5.05 | \$2,903.75 |
| 11 - Fee Applications, Applicant | 2.00 | \$300.00 |
| 12 - Fee Applications, Others | 0.00 | 0.00 |

² Scarfone Hawkins LLP increased its hourly rates as of February 1, 2013.

³ Scarfone Hawkins LLP increased its Law Clerk hourly fee as of March 1, 2013

| | | |
|------------------------------------|-------------|-------------------|
| 14 -- Hearings | 0.00 | 0.00 |
| 16 - Plan and Disclosure Statement | 0.00 | 0.00 |
| 20 - Travel (Non-Working) | 0.00 | 0.00 |
| 24 -- Other | 0.00 | 0.00 |
| TOTAL | 7.05 | \$3,203.75 |

Monthly Expense Summary for the Period October 1, 2013, through October 31, 2013:

| Expense Category | Service Provider (if applicable) | Total Expenses |
|--------------------------------|----------------------------------|-----------------|
| Photocopies (In House) | | 0.00 |
| Postage | | 0.00 |
| Travel -- Meals | | 0.00 |
| Travel -- Accommodations | | 0.00 |
| Travel -- Airline | | 0.00 |
| Travel -- Taxi & Parking | | 0.00 |
| Long Distance Calls | | 0.00 |
| Harmonized Sales Tax (HST) 13% | | \$416.49 |
| TOTAL | | \$416.49 |

PLEASE TAKE NOTICE that Scarfone Hawkins LLP (the "Applicant") has today filed this Notice of Monthly Fee and Expenses Invoice for October 1, 2013, through October 31, 2013, (this "Monthly Fee Statement")⁴ pursuant to the Modified Order Granting The Canadian ZAI Claimants' Application for Appointment of Special Counsel [Docket No. 24508] and the Amended Administrative Order Under 11 U.S.C., §§ 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members [Docket No. 1949].

PLEASE TAKE FURTHER NOTICE that responses or objections to this Monthly Fee Statement, if any, must be filed on or before December 16, 2013, at 4:00 p.m. (prevailing Eastern

⁴Applicant's Invoice for October 1, 2013, through October 31, 2013, is attached hereto as Exhibit A.

Time) (the "Objection Deadline") with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801.

PLEASE TAKE FURTHER NOTICE that you must also serve a copy of any such response or objection upon the Notice Parties so as to be received by the Notice Parties on or before the Objection Deadline.

PLEASE TAKE FURTHER NOTICE that upon the expiration of the Objection Deadline, the Applicant shall file or cause to be filed with the Court, and serve on the Notice Parties, a certificate of no objection, certifying that no objection, or a partial objection, has been filed with the Court relative to this Application, whichever is applicable, after which the Debtors are authorized and required to pay the Applicant an amount equal to (a) eighty percent (80%) of the fees and one hundred percent (100%) of the expenses requested in the Monthly Fee Statement or (b) eighty percent (80%) of the fees and one hundred percent (100%) of the expenses not subject to any objection. All fees and expenses in this Monthly Fee Statement will be included in the next quarterly application for compensation and reimbursement of expenses to be filed and served by the Applicant at a later date, and will be subject to objections at such time.

PLEASE TAKE FURTHER NOTICE that Applicant respectfully requests that, for the period October 1, 2013, through October 31, 2013, an allowance be made to Scarfone Hawkins LLP for compensation in the amount of CDN \$3,203.75 and actual and necessary expenses in the amount of CDN \$416.49 (Includes 13% Harmonized Sales Tax) for a total allowance of CDN \$3,620.24; Actual Interim Payment of CDN \$2,563.00 (80% of the allowed fees) and reimbursement of CDN \$416.49 (100% of the allowed expenses) be authorized for a total payment of CDN \$2,979.49; and for such other and further relief as this Court may deem just and proper.

PLEASE TAKE FURTHER NOTICE that Applicant believes that the Application and the description of services set forth herein of work performed are in compliance with the requirements of Delaware Local Rule 2016-2, the Amended Administrative Order, and the applicable guidelines and requirements of the Bankruptcy Code, Federal Rules of Bankruptcy Procedure, and the Executive Office for the United States Trustee. A true and correct copy of the Certification of David Thompson is attached hereto as **Exhibit B**.

Dated: November 22, 2013

Respectfully submitted,

By: /s/ Daniel K. Hogan
Daniel K. Hogan (DE Bar No. 2814)
THE HOGAN FIRM
1311 Delaware Avenue
Wilmington, Delaware 19806
Telephone: 302.656.7540
Facsimile: 302.656.7599
Email: dkhogan@dkhogan.com

**Counsel to the Representative Counsel as Special
Counsel for the Canadian ZAI Claimants**

EXHIBIT A

W.R. GRACE & CO., et al.
CDN ZAI CLASS ACTION

U.S. FEE APPLICATION
DATE:
October 31, 2013
OUR FILE NO: 05L121

Scarfone Hawkins LLP
BARRISTERS AND SOLICITORS
ONE JAMES STREET SOUTH
14TH FLOOR
P.O. BOX 926, DEPOT #1
HAMILTON, ONTARIO
L8N 3P9
TELEPHONE
905-523-1333
TELEFAX
905-523-5878

H.S.T. REGISTRATION NO. 873984314 RT - 0001

CANADIAN ZAI MONTHLY FEE APPLICATION
(October 1, 2013 – October 31, 2013)

| DATE | PROFESSIONAL SERVICE | LAWYER | RATE/HR | HOURS | AMOUNT |
|-----------|---|--------|----------|-------|----------|
| 10 /01/13 | receipt of and respond to class member inquiries, etc., re US appeals and CDN ZAI settlement | DT | \$575.00 | 0.25 | \$143.75 |
| 10 /03/13 | receipt of and respond to class member inquiries re: status of US appeals and CDN ZAI settlement | DT | \$575.00 | 0.25 | \$143.75 |
| 10 /04/13 | receipt of and respond to class member inquiries re status of US appeals and CDN ZAI settlement | DT | \$575.00 | 0.25 | \$143.75 |
| 10 /07/13 | receipt of and respond to class member inquiries re: status of US appeals and CDN ZAI settlement | DT | \$575.00 | 0.25 | \$143.75 |
| 10 /07/13 | discuss with Matt Moloci re "Effective Date", memo to Cindy Yates | DT | \$575.00 | 0.25 | \$143.75 |
| 10 /08/13 | memo to Cindy Yates re: "Effective Date" of Plan, etc., and follow-ups; discuss with Matt Moloci | DT | \$575.00 | 0.25 | \$143.75 |
| 10 /10/13 | receipt of and respond to class member inquiries re: status of US appeals and CDN ZAI settlement | DT | \$575.00 | 0.25 | \$143.75 |
| 10 /10/13 | discuss and review with CY, review documents, etc., letter to Dan Hogan re: "Effective Date" under First Amended Joint Plan | DT | \$575.00 | 0.50 | \$287.50 |
| 10 /17/13 | receipt of and respond to class member inquiries re: status of US appeals and CDN ZAI settlement | DT | \$575.00 | 0.25 | \$143.75 |
| 10 /17/13 | review and finalize email to Dan Hogan | DT | \$575.00 | 0.10 | \$57.50 |
| 10 /23/13 | receipt of and respond to class member inquiries re: status of US appeals and CDN ZAI settlement | DT | \$575.00 | 0.25 | \$143.75 |
| 10 /24/13 | receipt Dan Hogan email and articles, review same, letter to Dan Hogan, memo to Matt | DT | \$575.00 | 0.35 | \$201.25 |

| | | | | | |
|------------------|---|----|----------|-------------|-------------------|
| | Moloci, etc. | | | | |
| 10 /25/13 | receipt Dan Hogan email and follow-up to review 3rd Circuit opinion | DT | \$575.00 | 1.00 | \$575.00 |
| 10 /28/13 | letter to Dan Hogan, discuss with MGM, letter to Michel Belanger and Careen Hannouche | DT | \$575.00 | 0.35 | \$201.25 |
| 10 /30/13 | receipt of and respond to class member inquiries re: status of CDN ZAI settlement and US appeals | DT | \$575.00 | 0.25 | \$143.75 |
| 10 /31/13 | receipt of and respond to class member inquiries re: status of CDN ZAI settlement and US appeals | DT | \$575.00 | 0.25 | \$143.75 |
| 10 /31/13 | review dockets for period October, 2013, amend dockets, review disbursements, discuss with David Thompson, draft account, review with David Thompson, assemble account into form required by U.S. Bankruptcy Court, email to Karen Harvey enclosing monthly fee application for the period of October, 2013 | LC | \$150.00 | 2.00 | \$300.00 |
| SUB-TOTAL | | | | 7.05 | \$3,203.75 |

| TIMEKEEPER | ID | HOURS | RATE | TOTAL | PLUS 13% H.S.T |
|---|-------------------|--------------|-------------|-------------------|-----------------------|
| DAVID THOMPSON 25 years - 1988 | DT | 5.05 | \$575.00 | \$2,903.75 | \$377.49 |
| LAW CLERK Cindy Yates 31 years - 1982 | CY | 2.00 | \$150.00 | \$300.00 | \$39.00 |
| SUB-TOTAL: | | 7.05 | | \$3,203.75 | \$416.49 |
| TOTAL FEES AND TAXES: | \$3,620.24 | | | | |

THIS IS OUR FEE APPLICATION,
Per:

SCARFONE HAWKINS LLP
E. & O.E.

*Del. Bankr. LR 2016-2(e)(iii) allows for
\$.10 per page for photocopies.

EXHIBIT B

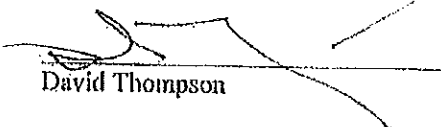
CERTIFICATION PURSUANT TO DEL. BANKR. LR. 2016-2(f)

PROVINCE OF ONTARIO :
: ss
CITY OF HAMILTON :

I, David Thompson, after being duly sworn according to law, depose and say as follows:


1. I am a partner of the applicant firm, Scarfone Hawkins LLP (the "Firm").
2. On February 9, 2006, the CCAA Court entered an Order appointing Larzon Bélanger inc. and Scarfone Hawkins LLP as Representative Counsel ("Representative Counsel").
3. On March 19, 2010, this Court signed a Modified Order appointing Representative Counsel as Special Counsel ("Special Counsel") for the Canadian ZAI Claimants *nunc pro tunc* to December 21, 2009, through the effective date of the plan.
4. Special Counsel has rendered professional services as counsel for the Canadian ZAI Claimants.
5. I am familiar with the other work performed on behalf of Special Counsel by the lawyers and paraprofessionals of the Firm.
6. I have reviewed the foregoing monthly application of Scarfone Hawkins as Special Counsel and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Del. Bankr. LR 2016-2 and the Amended Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members, signed April 17, 2002, and submit that the Application is correct and materially complies with the applicable orders, rules, guidelines and requirements as set forth by, this Bankruptcy Court and the Executive Office for the United States Trustee.

I verify under penalty of perjury that the foregoing is true and correct.


David Thompson

SWORN AND SUBSCRIBED

Before me this 22nd day of November, 2013.


Cindy Lea Yates
Notary Public
My Commission Expires: _____

Cindy Lea Yates, a Commissioner, etc.,
City of Hamilton, for Scarfone Hawkins LLP,
Barristers and Solicitors.
Expires March 21, 2015.